

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GROSS C	01/13/06	0.30	WORK ON J. WHITSON CAP INQUIRY (0.3).
		40.40	
MARAFIOTI KA	01/03/06	1.90	WORK IN PREPARATION FOR HEARING ON NOL MOTION (1.9).
MARAFIOTI KA	01/04/06	6.40	CORRESPONDENCE RE NOL ISSUES (0.5); WORK ON HEARING PREPARATION (1.8); REVIEWED WILMINGTON TRUST OBJECTION TO NOL ORDER (0.4); WORK ON REVISIONS TO FINAL NOL ORDER (1.2); CONSIDER WILMINGTON TRUST OBJECTION RESOLUTION (0.3); CONFERRED WITH J. WHITSON RE NOL ISSUES (0.3); CONFIRMED PREPARATION FOR HEARING (1.9).
MARAFIOTI KA	01/09/06	1.10	TELECONFERENCES WITH KURTZMAN, CARSON RE SERVICE OF NOL FINAL ORDER AND NOTICE OF ENTRY (0.3); CORRESPONDENCE RE SAME (0.4); REVIEW ORDER (0.4).
MARAFIOTI KA	01/10/06	0.40	CONTINUED WORK ON ISSUES RE SERVICE OF NOL (0.4).
MARAFIOTI KA	01/27/06	0.50	ANALYZE TAX OWNERSHIP CHANGE ISSUE (0.5).
		10.30	
SPRINGER DE	01/01/06	0.70	REVIEW WTC OBJECTION TO CLAIMS' TRADING ORDER AND RELATED CORRESPONDENCE RE ORDER (0.7).
SPRINGER DE	01/02/06	0.70	REVIEW SCRIPTS AND PROFFERS RE CLAIMS TRADING ORDER (0.7).
SPRINGER DE	01/03/06	5.20	REVIEW AND REVISE TUCKER PROFFER AND EXAM ONLINE (0.5); REVIEW AND REVISE SHEEHAN PROFFER AND EXAM OUTLINE (0.5); REVIEW AND REVISE SCRIPT RE CLAIMS TRADING MOTION (0.7); TELECONFERENCES WITH WORKING GROUP RE CLAIMS TRADING ORDER AND RELATED HEARING (1.0); PREPARATION FOR HEARING ON CLAIMS TRADING MOTION, INCLUDING DRAFT SCRIPT RE PRESENTATION OF MOTION (1.3); TELECONFERENCE WITH E. FOX RE WTC OBJECTION TO CLAIMS TRADING MOTION (0.5); ANALYZE WTC OBJECTION AND PREPARE RESPONSE (0.7).

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SPRINGER DE	01/04/06	8.60	REVIEW AND REVISE SCRIPTS AND PROFFERS RE CLAIMS TRADING ORDER AND RELATED PROFFERS (1.1); REVIEW WTC PROPOSED PROTECTIVE ORDER AND PREPARATION FOR AND ATTENDANCE AT MEET AND CONFER (1.0); CONFERENCE WITH SENIOR WORKING GROUP RE RESOLUTIONS OF OBJECTION TO CLAIMS TRADING ORDER (1.5); TELECONFERENCES WITH E. FOX RE RESOLUTION OF OBJECTIONS TO CLAIMS TRADING ORDER (0.5); DRAFT REVISIONS TO CLAIMS TRADING ORDER (0.5); DRAFT REVISIONS TO SCRIPT RE PRESENTATION OF CLAIMS TRADING ORDER (1.5); CONFERENCES WITH SENIOR WORKING GROUP RE PREPARATION FOR OMNIBUS HEARING OF JANUARY 5 (1.5); REVIEW AND REVISE FINAL CLAIMS TRADING ORDER (1.0).
SPRINGER DE	01/05/06	7.00	PREPARATION FOR HEARING RE CLAIMS TRADING MOTION (0.5); ATTENDANCE AT HEARING BEFORE BANKRUPTCY COURT (5.5); CONFERENCE WITH MESSRS. SHERBIN, BUTLER, ET AL., RE RESULTS OF HEARING (1.0).
SPRINGER DE	01/06/06	1.10	REVIEW TRANSCRIPT OF JANUARY OMNIBUS HEARING (0.6); REVIEW AND REVISE WTC PROTECTIVE ORDER (0.5).
		23.30	
Total Partner		76.40	
MATZ TJ	01/01/06	0.80	FOLLOW UP WORK AND CORRESPONDENCE RE WILMINGTON TRUST OBJECTION TO CLAIMS TRADING ORDER (0.8).
MATZ TJ	01/02/06	1.10	ADDITIONAL WORK ON WILMINGTON TRUST OBJECTION TO CLAIMS TRADING ORDER (0.4); PRESENTATION TO COURT AT JAN 5 HEARING (0.3); WORK ON NOTICING OF FINAL CLAIMS TRADING ORDER (0.4).
MATZ TJ	01/03/06	2.40	WORKING ON CLAIMS TRADING PRESENTATION FOR JAN. 5 HEARING AND RESPONSES AND OBJECTIONS (0.9); TELECONFERENCE WITH GROUP RE SAME (0.4); FOLLOW UP TELECONFERENCE RE RESOLUTION OF CLAIMS TRADING ORDER OBJECTIONS (0.6); ADDITIONAL PREPARATION FOR JAN.5 HEARING RE FINAL CLAIMS TRADING ORDER (0.2); CORRESPONDENCE RE SAME (0.3).

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MATZ TJ	01/04/06	6.10	WORKING ON POSSIBLE RESOLUTIONS OF WILMINGTON TRUST OBJECTIONS TO CLAIMS TRADING ORDER (1.8); CONTINUING WORK ON FINALIZING CLAIMS TRADING ORDER, RESOLUTION OF WILMINGTON TRUST OBJECTION AND CONFIRMING AGREEMENT IN PRINCIPLE (2.3); FINALIZING SUMMARY OF ORDER FOR NOTICE PURPOSES (0.8); FINALIZING SCRIPT/PROFFER IN CLAIMS TRADING ORDER (1.2).
MATZ TJ	01/05/06	0.60	REVIEW AND COMMENT ON NOTICE OF CLAIMS TRADING ORDER, 8-K AND PUBLICATION IN RESPECT THEREOF (0.6).
MATZ TJ	01/06/06	0.50	FOLLOW UP WORK RE CLAIMS TRADING ORDER AND SERVICE MATTERS (0.5).
MATZ TJ	01/09/06	1.20	FOLLOW UP WORK RE NOTICING AND PUBLISHING OF FINAL CLAIMS TRADING ORDER, PUBLICATION NOTICE, REISSUANCE OF SIDE LETTER (1.2).
MATZ TJ	01/10/06	0.90	WORKING ON SERVICE PUBLICATION NOTICES AND SIDE LETTERS (0.9).
MATZ TJ	01/20/06	0.60	FOLLOW UP WORK UP RE NOLS, NOTICES FROM EQUITY AND DEBT HOLDERS, AND PUBLICATION NOTICE (0.6).
MATZ TJ	01/27/06	1.50	TELECONFERENCE RE NOL MATTERS (0.6) FOLLOW UP WORK RE SAME (0.9).
MATZ TJ	01/30/06	0.20	FOLLOW UP WORK RE JPMORGAN CHASE CONSENT TO CLAIMS TRADING ORDER (0.2).
		15.90	
SENSENBRENNER EB	01/03/06	10.20	WORK ON RESOLUTION OF OBJECTION, COMMENTS RE FINAL TRADING ORDER (3.7); PREPARE FOR HEARING RE FINAL ORDER (6.5).
SENSENBRENNER EB	01/04/06	11.70	PREPARE FOR HEARING RE CLAIMS TRADING ORDER (4.6); REVIEW MATERIALS RE HEARING (2.3); MEET WITH J. WHITSON RE TAX ATTRIBUTES, CLAIMS TRADING ORDER; PREPARATION FOR HEARING (2.7); WORK ON RESOLUTION OF OBJECTIONS, COMMENTS OF CREDITORS COMMITTEE, APPALOOSA, CAP RE (2.1).
SENSENBRENNER EB	01/05/06	7.20	REVIEW FINAL TRADING ORDER MATERIALS IN PREPARATION FOR HEARING (2.7); ATTEND HEARING (4.5).
SENSENBRENNER EB	01/06/06	4.30	WORK ON RESOLUTION OF ISSUES WITH APPALOOSA, CAP RE RE TRADING ORDER (1.4); TAX ANALYSIS RE APPLICATION OF FINAL TRADING ORDER TO DEBT AND EQUITY TRANSACTIONS (2.5); REVIEW TRANSCRIPT FROM HEARING (0.4).

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SENSENBRENNER EB	01/09/06	5.80	WORK TO RESOLVE OBJECTIONS TO NOL TRADING ORDER (APPALOOSA) (0.4); REVIEW 8-K, FINAL TRADING ORDER (1.6); TAX ANALYSIS RE 382 (2.4); WORK WITH J. WHITSON RE BANKRUPTCY (1.4).
SENSENBRENNER EB	01/10/06	6.70	SPOKE WITH J. BURKE RE ERRONEOUS NEWS WIRE PIECE RE FINAL TRADING ORDER (0.3); RESPOND TO INQUIRY OF D. KUNEY OF SIDLEY AUSTIN RE APPLICATION OF FINAL ORDER (0.4); TAX ANALYSIS RE APPLICATION OF FINAL TRADING ORDER SECTION 382 (4.1); CORRESPOND WITH WHITE & CASE RE APPALOOSA OBJECTION (0.8); REVIEW 8-K, PROVISION OF INTERIM ORDER, FINAL TRADING ORDER (1.1).
SENSENBRENNER EB	01/11/06	6.10	CORRESPOND WITH D. KUNEY OF SIDLEY, AUSTIN RE FINAL TRADING ORDER (1.2); TAX ANALYSIS RE HOWARD COUNTY, INDIANA TAX ISSUE (4.2); CORRESPOND WITH WHITE & CASE RE APPALOOSA OBJECTION (0.7).
SENSENBRENNER EB	01/12/06	6.30	WORK ON WAIVER FOR VARIOUS CLIENTS (UNDERWRITERS) OF SIDLEY, AUSTIN (4.5); TAX ANALYSIS RE CAP ISSUE (1.8).
SENSENBRENNER EB	01/17/06	0.50	REVIEW NOTICES OF CONSENT RECEIVED UNDER FINAL NOL ORDER (0.5).
SENSENBRENNER EB	01/18/06	1.50	TAX WORK RE APPLICATION OF FINAL TRADING ORDER (1.5).
SENSENBRENNER EB	01/19/06	1.30	TAX ANALYSIS RE APPLICATION OF SECTION 382 TO TRADING IN DEBT AND EQUITY SECURITIES (1.3).
SENSENBRENNER EB	01/20/06	1.00	TAX ANALYSIS RE G.M. VOUCHER ISSUE (1.0).
SENSENBRENNER EB	01/31/06	1.80	TELECONFERENCE WITH J. WHITSON AND OTHERS RE CAP PROGRAM (0.3); TAX ANALYSIS RE TAX ISSUES RE 382 AND CAP PROGRAM (0.5); REVIEW MATERIALS RE OWNERSHIP CHANGE, SECTION 382 (1.0).
		64.40	
Total Counsel		80.30	
FEINBERG AS	01/03/06	1.50	REVIEW OF BANKRUPTCY FILINGS (0.1); RESEARCH RE ATTRIBUTE REDUCTION DUE TO DISCHARGE OF INDEBTEDNESS INCOME (1.4).
FEINBERG AS	01/04/06	1.60	RESEARCH RE ATTRIBUTE REDUCTION DUE TO DISCHARGE OF INDEBTEDNESS INCOME (1.6).

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FEINBERG AS	01/05/06	0.10	REVIEW OF BANKRUPTCY FILINGS RELATING TO CLAIMS TRADING ORDERS (0.1).
FEINBERG AS	01/06/06	0.10	ANALYSIS RE BANKRUPTCY FILINGS (0.1).
FEINBERG AS	01/09/06	0.50	ANALYSIS RE FINAL ORDER (0.3); WORK RE RESTRUCTURING DOCUMENTATION (0.2).
FEINBERG AS	01/10/06	0.40	REVIEW AND ANALYSIS OF NOTICE FILINGS AND CLAIMS TRADING DOCUMENTATION (0.4).
FEINBERG AS	01/11/06	3.40	ANALYSIS RE LIABILITY FOR TAXES IN BANKRUPTCY (3.4).
FEINBERG AS	01/12/06	4.00	ANALYSIS RE TAX LIABILITY DURING BANKRUPTCY (4.0).
FEINBERG AS	01/16/06	2.50	ANALYSIS RE LIABILITY FOR PRE-PETITION TAXES (2.5).
FEINBERG AS	01/18/06	0.20	ANALYSIS RE LIABILITY FOR PRE-PETITION TAXES (0.2).
FEINBERG AS	01/19/06	1.00	ANALYSIS RE TAX LIABILITY DURING BANKRUPTCY (1.0).
FEINBERG AS	01/20/06	0.40	ANALYSIS RE PREPETITION TAX LIABILITY (0.4).
FEINBERG AS	01/31/06	0.40	ANALYSIS RE CLAIMS TRADING FILINGS (0.4).
		16.10	
PHILLIPS DP	01/03/06	13.20	TAX WORK RE TRADING ORDER (3.9); PREPARATION FOR HEARING RE TRADING ORDER (9.1); TELECONFERENCES WITH OBJECTORS (0.2).
PHILLIPS DP	01/04/06	12.90	TRAVEL TO NEW YORK FOR HEARING (3.0); PREPARE FOR HEARING RE TRADING ORDER (6.1); REVISE TRADING ORDER AND EXHIBITS (2.7); MEET WITH J. WHITSON RE TRADING ORDER (0.4); COORDINATE NOTICING OF TRADING ORDER (0.7).
PHILLIPS DP	01/05/06	8.80	PREPARE FOR COURT PROCEEDINGS RE TRADING ORDER (2.1); ATTEND HEARING (6.7).
PHILLIPS DP	01/06/06	7.20	WORK ON NOTICE OF ENTRY OF TRADING ORDER (3.2); TELECONFERENCE WITH J. WHITSON AND S. GALE RE TRADING ORDER AND FUTURE TAX PLANNING (1.6); ANALYSIS OF TRADING TO COMPLY WITH 382(L)(5) (2.4).
PHILLIPS DP	01/09/06	8.90	COORDINATE PROPER NOTICE OF FINAL TRADING ORDER (7.1); WORK ON STATE TAX CLAIMS (1.8).

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PHILLIPS DP	01/10/06	5.30	COORDINATE PROPER SERVICE OF AND NOTIFICATION RE FINAL TRADING ORDER (2.7); WORK ON SECTION 382 ISSUES (1.0); WORK ON CORRESPONDENCE WITH OBJECTORS (1.1); ORGANIZE TRADING ORDER FILES (0.5).
PHILLIPS DP	01/11/06	3.30	WORK ON LOCAL TAX ISSUE AND OVERLAP WITH BANKRUPTCY LAW (1.4); WORK ON REQUESTS FOR CLARIFICATION OF TRADING ORDER FROM CREDITORS (1.1); RESEARCH SECTION 382 ISSUES (0.8).
PHILLIPS DP	01/12/06	1.90	WORK ON SECTION 382 ISSUES AND OWNERSHIP CHANGE (1.5); RESPOND TO INTERESTED PARTIES RE TRADING ORDER (0.4).
PHILLIPS DP	01/13/06	0.60	WORK ON RESPONSE TO OBJECTORS AND NOTICE FILERS (0.6).
PHILLIPS DP	01/17/06	1.40	PREPARE SUMMARY OF TRADING ORDER FOR EASIER EXPLANATION (1.4).
PHILLIPS DP	01/18/06	0.60	PREPARE SUMMARY OF TRADING ORDER FOR PRESENTATION (0.6).
PHILLIPS DP	01/19/06	3.90	WORK ON TAX GROSS-UP ISSUE (3.9).
PHILLIPS DP	01/20/06	5.90	WORK ON TAX ISSUES RELATED TO DELPHI RETIREES (4.9); TELECONFERENCES WITH S. GALE AND K. COBB RE SAME (1.0).
PHILLIPS DP	01/21/06	1.00	FOLLOW UP WITH PARTIES REQUESTING TO BE ADDED TO SCHEDULE A OF THE INTERIM ORDER (0.6); WORK ON WITHHOLDING ISSUES FOR DELPHI RETIREES (0.4).
PHILLIPS DP	01/23/06	1.00	COORDINATE WITH INTERESTED PARTIES RE INTERIM ORDER SCHEDULE A ADDITIONS (0.4); TAX WORK ON RETIREE WITHHOLDING ISSUE (0.6).
PHILLIPS DP	01/25/06	1.40	TELECONFERENCE WITH J. WHITSON AND S. GALE RE SECTION 382 ISSUES AND RESEARCH RE SAME (1.4).
PHILLIPS DP	01/27/06	0.60	TRACKING INTERESTED PARTY DOCUMENTATION WITH RESPECT TO TRADING ORDER (0.6).
PHILLIPS DP	01/30/06	0.50	COORDINATING RESPONSES TO FILERS OF NOTICES UNDER THE TRADING ORDER (0.5).
PHILLIPS DP	01/31/06	0.30	WORK WITH FILERS OF NOTICES UNDER THE TRADING ORDER (0.3).
		78.70	
Total Associate		94.80	

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SALAZAR AG	01/09/06	2.90	COORDINATE ADEQUATE SERVICE OF THE CLAIMS TRADING ORDER (2.2); REVIEW AND REVISE NEWSPAPER PRODUCTION PROOF FOR CLAIMS TRADING ORDER (0.7).
SALAZAR AG	01/11/06	0.50	REVIEW AFFIDAVIT OF SERVICE FOR CLAIMS TRADING TO CONFIRM (0.5).
		3.40	
Total Legal Assistant		3.40	
TOTAL TIME		<u>254.90</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Tax Matters

Bill Date: 02/28/06
Bill Number: 1108418

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/04/06	Gross C	302.07
Air/Rail Travel - vendor feed	01/04/06	Sensenbrenner EB	302.07
Air/Rail Travel - vendor feed	01/04/06	Sensenbrenner EB	-257.07
Air/Rail Travel - vendor feed	01/04/06	Phillips DP	302.07
Air/Rail Travel - vendor feed	01/04/06	Gross C	261.96
Air/Rail Travel - vendor feed	01/04/06	Sensenbrenner EB	261.96
Air/Rail Travel - vendor feed	01/04/06	Phillips DP	261.96
Air/Rail Travel - vendor feed	01/04/06	Gross C	-117.88
Air/Rail Travel - vendor feed	01/04/06	Sensenbrenner EB	-117.90
Air/Rail Travel - vendor feed	01/04/06	Phillips DP	-117.88
Air/Rail Travel - vendor feed	01/04/06	Gross C	-257.07
Air/Rail Travel - vendor feed	01/04/06	Phillips DP	-257.07
Air/Rail Travel - vendor feed	01/05/06	Sensenbrenner EB	127.78
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$695.00
In-house Reproduction	01/03/06	Copy Center, D	107.36
In-house Reproduction	01/06/06	Copy Center, D	67.73
In-house Reproduction	01/06/06	Copy Center, D	32.71
In-house Reproduction	01/10/06	Copy Center, D	4.70
In-house Reproduction	01/13/06	Copy Center, D	78.33
In-house Reproduction	01/20/06	Copy Center, D	14.11
In-house Reproduction	01/24/06	Copy Center, D	126.55
In-house Reproduction	01/24/06	Copy Center, D	2.20
In-house Reproduction	01/27/06	Copy Center, D	6.70
In-house Reproduction	01/27/06	Copy Center, D	27.61
		TOTAL IN-HOUSE REPRODUCTION	\$468.00

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Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	01/27/06	Telecommunications, D	9.35
Telephone Expense	01/27/06	Telecommunications, D	11.17
Telephone Expense	01/27/06	Telecommunications, D	0.48
		TOTAL TELEPHONE EXPENSE	\$21.00
Westlaw	01/03/06	Feinberg AS	70.40
Westlaw	01/11/06	Feinberg AS	189.52
Westlaw	01/19/06	Feinberg AS	97.08
		TOTAL WESTLAW	\$357.00
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	2.00
		TOTAL VENDOR HOSTED TELECONFERENCING	\$2.00
Air/Rail Travel (external)	01/05/06	Phillips DP	104.00
Air/Rail Travel (external)	01/05/06	Gross C	104.00
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$208.00
Out-of-Town Travel	01/04/06	Sensenbrenner EB	297.00
Out-of-Town Travel	01/05/06	Gross C	9.00
Out-of-Town Travel	01/05/06	Gross C	297.00
Out-of-Town Travel	01/05/06	Phillips DP	297.00
		TOTAL OUT-OF-TOWN TRAVEL	\$900.00
Out-of-Town Meals	01/05/06	Sensenbrenner EB	10.81
Out-of-Town Meals	01/05/06	Gross C	9.19
		TOTAL OUT-OF-TOWN MEALS	\$20.00
Outside Research/Internet Services	12/31/05	Global Securities	112.10
Outside Research/Internet Services	01/01/06	Dow Jones Reuters Business Interactive,	17.50
Outside Research/Internet Services	01/06/06	Pacer Service Center	280.23

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Disbursement	Date	Vendor/Employee/Dept.	Amount
Outside Research/Internet Services	01/31/06	Global Securities	3.17
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$413.00
Wireless - Mobile/Cellular/Pager	01/10/06	Sensenbrenner EB	14.00
		TOTAL WIRELESS - MOBILE/CELLULAR/PAGER	\$14.00
		TOTAL MATTER	\$3,098.00